

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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|-----------------------|--------|----------------------|
| JOHN OLAGUES, | -----X | |
| |) | |
| |) | |
| Plaintiff, |) | |
| v. |) | No. 14-CV-4872 (GHW) |
| |) | |
| JAMES DIMON and |) | |
| JPMORGAN CHASE & CO., |) | |
| |) | |
| Defendants. |) | |
| | -----X | |

**DECLARATION OF ANDREW J. FINN IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS PLAINTIFF'S AMENDED COMPLAINT**

I, ANDREW J. FINN, make this declaration pursuant to 28 U.S.C. § 1746, and state as follows:

1. I am an attorney associated with the law firm of Sullivan & Cromwell LLP, counsel for defendants James Dimon and JPMorgan Chase & Co. ("JPMC") in the above-referenced action. I am admitted to practice before this Court.
2. I make this declaration in support of defendants' November 10, 2014 Motion to Dismiss Plaintiff's Amended Complaint. I am familiar with the matters stated herein based on personal knowledge or review of publicly available materials.
3. Attached as Exhibit A is a true and correct copy of the General Instructions for completing and filing the Securities and Exchange Commission's ("SEC") Form 4 obtained via the SEC's website at <http://www.sec.gov/about/forms/form4data.pdf>.
4. Attached as Exhibit B is a true and correct copy of a Schedule 14A filed with the SEC by Bank One Corporation ("Bank One") on March 5, 2003, and pages 13, 14 and 17 of the March 3, 2003 proxy statement filed with that Schedule 14A. Lengthy documents

referred to in this declaration have be excerpted for ease of reference. Defendants will provide complete copies of those documents to the extent the Court wishes to consider them in full.

5. Attached as Exhibit C is a true and correct copy of the Bank One Stock Performance Plan, as amended and restated effective February 20, 2001, filed with the SEC by Bank One as an exhibit to Bank One's Form 10-K on March 5, 2003.

6. Attached as Exhibit D is a true and correct copy of a Form 4 filed with the SEC by JPMC on July 2, 2004 on behalf of James Dimon.

7. Attached as Exhibit E is a true and correct copy of a Form 8-K filed with the SEC by JPMC on January 28, 2004, and pages 43 & 44 of the January 14, 2004 Agreement and Plan of Merger between JPMC and Bank One filed with that Form 8-K.

8. Attached as Exhibit F is a true and correct copy of a Form 8-K filed with the SEC by JPMC on May 27, 2004.

9. Attached as Exhibit G is a true and correct copy of a Form 4 filed with the SEC by JPMC on March 4, 2004, on behalf of James Dimon.

10. Attached as Exhibit H is a true and correct copy of a Schedule 14A filed with the SEC by JPMC on April 7, 2011, and pages 14 & 16 of the proxy statement filed with that Schedule 14A.

11. Attached as Exhibit I is a true and correct copy of a Schedule 14A filed with the SEC by JPMC on April 4, 2012, and page 18 of the definitive proxy statement filed with that Schedule 14A.

12. Attached as Exhibit J is a true and correct copy of the first page of a Form 10-K filed with the SEC by JPMC on February 29, 2012, and page 222 of JPMC's annual report filed with that Form 10-K.

13. Attached as Exhibit K is a true and correct copy of a Form 4 filed with the SEC by JPMC on January 16, 2013, on behalf of James Dimon.

14. Attached as Exhibit L is a true and correct copy of a Form 8-K filed with the SEC by JPMC on May 20, 2005.

15. Attached as Exhibit M is a true and correct copy of the Terms and Conditions of February 3, 2010 Restricted Stock Unit Award filed with the SEC as an exhibit to a Form 10-K filed by JPMC on February 24, 2010.

16. Attached as Exhibit N is a true and correct copy of the Terms and Conditions of February 16, 2011, Restricted Stock Unit Award filed with the SEC as an exhibit to a Form 10-K filed by JPMC on February 29, 2012.

17. Attached as Exhibit O is a true and correct copy of a letter dated February 13, 2014, from John Olagues to James Dimon and Anthony Horan.

18. Attached as Exhibit P is a true and correct copy of a letter dated February 21, 2014, from John Olagues to James Dimon and Anthony Horan.

19. Attached as Exhibit Q is a true and correct copy of a letter dated March 4, 2014, from Anthony Horan to John Olagues.

20. Attached as Exhibit R is a true and correct copy of a letter dated March 17, 2014, from John Olagues to Anthony Horan.

21. Attached as Exhibit S is a true and correct copy of a letter dated March 20, 2014, from Anthony Horan to John Olagues.

22. Attached as Exhibit T is a true and correct copy of an email that I received from John Olagues on July 11, 2014.

23. Attached as Exhibit U is a true and correct copy of a letter that I sent to John Olagues on July 31, 2014.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 10, 2014.

/s/ Andrew J. Finn

Andrew J. Finn